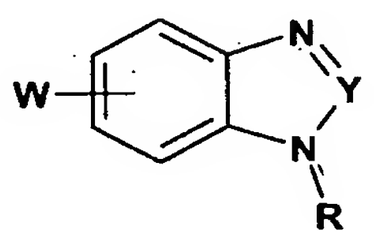
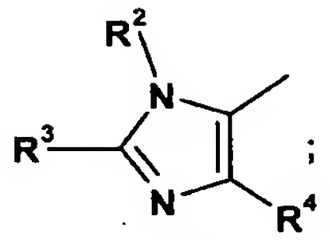
CLAIMS

1. A compound of Formula I:



I

where:

W is  (i) ;

Y is N or C-R^1;

R is C_1-C_8 alkyl, C_3-C_6 cycloalkyl, (C_1-C_4 alkylene)-(C_3-C_6 cycloalkyl), phenyl, or benzyl optionally substituted on the phenyl ring with one or two substituents selected from halo;

R^1 is hydrogen, amino, or methyl;

R^2 is hydrogen, C_1-C_6 alkyl, or C_3-C_6 cycloalkyl;

R^3 is hydrogen, C_1-C_6 alkyl, C_3-C_6 cycloalkyl, trifluoromethyl, or phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo, trifluoromethyl, (C_1-C_6 alkyl)thio, 1-(pyrrolidin-1-yl)eth-2-oxy, and 1-(piperidin-1-yl)eth-2-oxy; or

R^2 and R^3 taken together form either the group $-(CH_2)_n-$ where n is 2 or 3 or the group –CH=CH-;

R^4 is phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo and trifluoromethyl;

provided that at least one of R^2 and R^3 is hydrogen or methyl; or a pharmaceutically acceptable salt thereof.

2. A compound of Claim 1, where Y is C-R^1 and R^1 is amino.

3. A compound of Claim 2, where R is C_1-C_8 alkyl.

4. A pharmaceutical formulation comprising a compound of any of Claims 1-3 in combination with a pharmaceutically acceptable carrier, diluent or excipient.

5. A compound of Claim 1, 2 or 3 for use as a medicament.

6. The use of a compound of any of Claims 1-3 for the manufacture of a medicament for treating a disease or condition capable of being improved or prevented by inhibition of p-38 kinase.

7. The use of a compound of any of Claims 1-3 for the manufacture of a medicament for the treatment of susceptible neoplasms.